

United States Bankruptcy Court
Eastern District of Pennsylvania

In re **Dietrich's Specialty Processing LLC**Case No. 10-21399

Debtor

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	3,223,925.27		
B - Personal Property	Yes	5	4,842,689.01		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	5		7,774,238.52	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		178,319.36	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	20		5,829,462.77	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		37			
	Total Assets		8,066,614.28		
		Total Liabilities		13,782,020.65	

**United States Bankruptcy Court
Eastern District of Pennsylvania**

In re **Dietrich's Specialty Processing LLC**

Case No. 10-21399

Debtor

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column	
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column	
4. Total from Schedule F	
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)	

In re

Dietrich's Specialty Processing LLC

Case No. 10-21399

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Sub-Total > **3,223,925.27** (Total of this page)

Total > **3,223,925.27**

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

In re Dietrich's Specialty Processing LLC,
DebtorCase No. 10-21399**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		VIST Bank checking account negative value as of May 10, 2010		0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		security deposits - amount as of 2/28/2010 - \$34,055		0.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		West Coast life insurance for Tom Dietrich Debtor is owner of policy		0.00
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total > (Total of this page)	0.00

3 continuation sheets attached to the Schedule of Personal Property

In re

Dietrich's Specialty Processing LLCCase No. **10-21399**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		see attachment		80,648.45
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		breach of contract and fraud claim against Morgan Stanley Commercial Financial Services, Inc.		Unknown
Sub-Total > (Total of this page)				80,648.45

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		office equipment, software, furniture, and fixtures	-	40,832.75
29. Machinery, fixtures, equipment, and supplies used in business.		200 HP High Pressure Boiler system, 50 T Glycol Chiller system, 30 HP air compressor system, water treatment for process and boilers, 1500 KVA power transformer, motor control centers, control panels	-	1,102,781.36
		wet processing	-	1,702,688.04
		spray drying	-	1,699,178.35
		R&D & Testing	-	65,061.08
		Crown RC 3020-40-208 LIFT	-	4,700.00
30. Inventory.		inventory as of 2/28/2010	-	146,798.98
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
Sub-Total >				4,762,040.56
(Total of this page)				

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Dietrich's Specialty Processing LLC**
Debtor

Case No. 10-21399

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Sheet 3 of 3 continuation sheets attached
to the Schedule of Personal Property

**Sub-Total > 0.00
(Total of this page)**

(Report also on Summary of Schedules)

Accounts Receivable - as of 5/10/10 - ATTACHMENT TO SCHEDULE B, NO. 16

Customer Name	Invoice Date	Invoice Number	Invoice Amount	Payment Date	Payment Amount	Accounts Receivable
Ottens Flavors	5/10/10	1050	\$ 4,726.23	5/14/10	\$ 4,726.23	\$ -
DMV	5/11/10	1051	\$ 21,090.00	5/17/10	\$ 21,090.00	\$ -
Jeneil Biotech	5/12/10	1052	\$ 21,361.25			\$ 21,361.25
Summit Hill	5/14/10	1053	\$ 4,856.25			\$ 4,856.25
Natural Dairy Products	5/14/10	1054	\$ 11,327.37			\$ 11,327.37
Nature's One	5/18/10	1055	\$ 17,287.35			\$ 17,287.35
Total			\$ 80,648.45		\$ 25,816.23	

In re Dietrich's Specialty Processing LLCCase No. 10-21399

Debtor(s)

SCHEDE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns).

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	H H W J C	Husband, Wife, Joint or Community		C O N T I N G E N T	U N L S P U T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED,	NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
ACCOUNT NO.									
Ben Franklin Technology Partners 125 Goodman Dr Bethlehem, PA 18015-3715		N A	2006	Security agreement collateral identified in security agreement					
			VALUE	unknown				\$150,000.00	Unknown
ACCOUNT NO.									
Ben Franklin Technology Partners 125 Goodman Dr Bethlehem, PA 18015-3715		N A	2007	Security agreement collateral identified in security agreement					
			VALUE	unknown				\$150,000.00	Unknown

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	Husband, Wife, Joint or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
Berks County Tax Claim Bureau 2nd Floor County Services Center 633 Court Street Reading, PA 19601-4300	N A		2008 and 2009 Real Estate Taxes 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE \$3,223,925.27				\$87,290.88	\$0.00
ACCOUNT NO.								
DMS Transitions Inc. 1258 Penn Ave Wyomissing, PA 19610	N A		1/25/2010 Judgment Lien 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE \$3,223,925.27				\$13,543.00	\$0.00
ACCOUNT NO. 1340								
Exeter Township 4975 DeMoss Rd Reading, PA 19606	N A		Statutory Lien - sewer 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE \$3,223,925.27				\$209,880.00	\$0.00
ACCOUNT NO.								
Fraser Advanced Info Systems 320 Penn Ave Reading, PA 19611-1127	N A		Security interest Copier					
			VALUE \$0.00				\$432.11	Unknown
ACCOUNT NO.								
Mid Penn Bank Leasing Services 2101 Market St Camp Hill, PA 17011	X N A		Security interest phone system					
			VALUE \$0.00				\$6,943.50	Unknown

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	Husband, Wife, Joint or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL				UNSECURED PORTION, IF ANY
				C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	E D	
ACCOUNT NO.								
National Equipment Solutions EP 712 Yarmouth Dr W Chester, PA 19380		N A	Security interest trash compactor					
			VALUE \$0.00				\$2,483.90	Unknown
ACCOUNT NO.								
North Lawrence Dairy, Inc. 22 County Rte 52 N Lawrence, NY 12967		N A	2009 Judgment Lien 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE \$3,223,925.27				\$45,121.57	\$0.00
ACCOUNT NO.								
PA American Water POB 587 Alton, IL 62002-0578		N A	Statutory Lien 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE \$3,223,925.27				\$17,820.08	\$0.00
ACCOUNT NO. 6009								
South Eastern Economic Development Co of PA 737 Constitution Dr Exton, PA 19341	X	N A	Mortgage 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE unknown				\$811,188.00	\$0.00
ACCOUNT NO. 6004								
South Eastern Economic Development Co of PA 737 Constitution Dr Exton, PA 19341	X	N A	Mortgage 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE unknown				\$1,869,656.00	\$0.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	Husband, Wife, Joint or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U L I Q U I D A T E	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
St Albans Cooperative Creamery Inc. 140 Federal St St Albans, VT 05478		N A	Judgment Lien 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building				\$11,058.63	\$0.00
ACCOUNT NO.		N A	2007 Security interest Crown RC 3020-40-208 LIFT				\$2,760.00	\$0.00
ACCOUNT NO. 35630	X	N A	4/18/2006 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building				\$575,011.87	\$0.00
ACCOUNT NO. 36062	X	N A	11/1/2006 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building				\$514,355.63	\$0.00
ACCOUNT NO. 36693	X	N A	8/28/2007 61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building				\$481,641.11	\$0.00

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	C O D E B T O R	H U W J C	Husband, Wife, Joint or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
ACCOUNT NO. 35628			4/18/2006					
VIST Bank POB 741 Leesport, PA 19533	X	N A	61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE unknown				\$1,028,165.48	\$0.00
ACCOUNT NO. 36694			8/28/2007					
VIST Bank POB 741 Leesport, PA 19533	X	N A	61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE unknown				\$200,000.00	\$0.00
ACCOUNT NO. 35627			4/18/2006					
VIST Bank POB 741 Leesport, PA 19533	X	N A	Mortgage					
			61 Vanguard Drive, Reading, PA 19606 2.73 acres, land and building					
			VALUE unknown				\$1,596,886.76	\$0.00
Total(s) (Use only on last page)							\$7,774,238.52	\$0.00

(Report also on
Summary of Schedules)If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data)

In re

Dietrich's Specialty Processing LLC

Case No. 10-21399

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re Dietrich's Specialty Processing LLC

Case No. 10-21399

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Contributions to employee benefit plans

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	TYPE OF PRIORITY				AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY	
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M			
Account No.									
Principal Financial Service 111 W State St Mason City, IA 50401	-							161,636.29	
								161,636.29	0.00
Account No.									
Account No.									
Account No.									
Account No.									
Sheet 1 of 2 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Total of this page)	161,636.29	0.00

In re Dietrich's Specialty Processing LLC

Case No. 10-21399

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Certain Other Debts Owed to Governmental Units

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM					AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D				
Account No.		taxes						500.00	
Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114	-						14,986.62		14,486.62
Account No.		taxes						1,696.45	
PA Department of Revenue Department 280946 ATTN: Bankruptcy Division Harrisburg, PA 17128-0946	-						1,696.45		0.00
Account No.									
Account No.									
Account No.									
Account No.									
Sheet 2 of 2 continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims							Subtotal (Total of this page)	2,196.45	
								16,683.07	14,486.62
							Total (Report on Summary of Schedules)	163,832.74	
								178,319.36	14,486.62

In re Dietrich's Specialty Processing LLC,
DebtorCase No. 10-21399**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOUR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
				C	U	D	
Account No.			trade debt				
AFLAC 1932 Wynnton Rd Columbus, GA 31999-0797	-						831.67
Account No.			trade debt				
Allied Waste Services 50 Orchard Lane POB 197 Leesport, PA 19533	-						1,823.44
Account No.			trade debt				
American Express POB 36002 Ft Lauderdale, FL 33336-0002	-						4,128.58
Account No.			trade debt				
API Heat Transfer 2777 Walden Ave Buffalo, NY 14225	-						41.26
Subtotal (Total of this page)							6,824.95
19 continuation sheets attached							

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		trade debt				
Applied Controls 47 General Warren Blvd POB 879 Malvern, PA 19355-0918	-					1,366.82
Account No.		trade debt				
B Cast Stainless Products, LLC 8500 Memorial Dr Dublin, OH 43064	-					755.54
Account No.		trade debt				
Berks EIT Bureau 920 Van Reed Road Wyomissing, PA 19610-1700	-					529.07
Account No.		trade debt				
Brenntag Northeast Inc. 81 W Huller Ln Reading, PA 19605	-					6,941.80
Account No.		trade debt				
Brice Excavating 1896 Friedensburg Road Reading, PA 19606	-					697.50
Sheet no. <u>1</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			10,290.73

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
			T	I	D	
Account No.		trade debt				
Brown Engineering Company 2135 N 13th St Reading, PA 19604-1211	-					244.88
Account No.		trade debt				
Bruns Bros Process Equipment 175 Portland Road Gray, ME 04039-9409	-					127.00
Account No.		trade debt				
Capital One F.S.B POB 70885 Charlotte, NC 06475	-					998.57
Account No.		trade debt				
Cargas Systems Inc. 201 Granite Run Dr Lancaster, PA 17601-6824	-					3,615.86
Account No.		trade debt				
Charm Sciences 659 Andover St Lawrence, MA 01843-1032	-					553.99
Sheet no. <u>2</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			5,540.30

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO	UN	DIS	AMOUNT OF CLAIM
			NT	LI	P U T E D	
Account No.		trade debt				
Cheese Market News POB 628254 Middleton, WI 53562	-					166.50
Account No.		trade debt				
Chemserve Inc. POB 189 Birdsboro, PA 19508	-					105,114.07
Account No.		trade debt				
Cingular POB 17542 Baltimore, MD 21297-1542	-					272.44
Account No.		trade debt				
Cintas Corporation 164 E Main St Emmaus, PA 18049	-					11,547.43
Account No.		trade debt				
Cintas Document Management POB 633842 Cincinnati, OH 45263-3842	-					382.20
Sheet no. <u>3</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			117,482.64

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
			T	I	D	
Account No.		trade debt				
CitiBusiness Card POB 183065 Columbus, OH 43218-3065	-					20,140.66
Account No.		trade debt				
Clover Farms Dairy Co. POB 14627 Reading, PA 19612-4627	-					10,000.00
Account No.		trade debt				
Custom Metal Designs POB 783037 Winter Garden, FL 34778	-					34.10
Account No.		trade debt				
Dairyland Packaging 2925 Church St POB 189 Cross Plains, WI 53528	-					7,195.65
Account No.		trade debt				
Decagon Devices 2365 NE Hopkins Ct Pullman, WA 99163	-					1,518.37
Sheet no. <u>4</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			38,888.78

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B E T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		trade debt				
Deibel Laboratories 1885 Market St Bethlehem, PA 18018	-					6,823.98
Account No.		trade debt				
Delval Equipment Corporation 431 Feheley Dr King of Prussia, PA 19406	-					12,183.19
Account No.		trade debt				
DYAD Inc. 11 Clyde Rd Ste 201 Somerset, NJ 08873-3474	-					285,537.40
Account No.		trade debt				
Eastern Life & Health Insurance Company POB 83149 Lancaster, PA 17608-3149	-					744.61
Account No.		trade debt				
Effector, Inc. 782 Springdale Dr Exton, PA 19341	-					2,289.04
Sheet no. <u>5</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				307,578.22

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		trade debt				
Ehrlich POB 13848 Reading, PA 19612-3848	-					1,829.80
Account No.		trade debt				
Fastenal POB 978 Winona, MN 55987-0978	-					103.03
Account No.		trade debt				
FedEx POB 371461 Pittsburgh, PA 15250-7461	-					624.13
Account No.		trade debt				
Food and Drink Magazine 4091 Solutions Center #774091 Chicago, IL 60677-4000	-					1,250.00
Account No.		trade debt				
FrieslandCampina Attn: Joost van Schinjndel 61 S. Paramus Road Suite 422 Paramus, NJ 07652	-					318,503.00
Sheet no. <u>6</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>322,309.96</u>

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Alan Solow, Esquire DLA Piper LLP 203 North LaSalle Street, Suite 1900 Chicago, IL 60601		Representing: FrieslandCampina				Notice Only
Account No.		trade debt				
Fromm Electric 2101 Centre Ave Reading, PA 19605	-					563.61
Account No.		trade debt				
Greater Reading Chamber of Commerce 601 Penn St Ste 101 Reading, PA 19601	-					429.00
Account No.		trade debt				
GTS 5275 Tilghman St Allentown, PA 18104	-					519.35
Account No.		shareholder loan				
H. Lawrence Clofine 1407 New Road POB 335 Linwood, NJ 08221	-					55,446.80
Sheet no. <u>7</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			56,958.76

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		trade debt				
Hannahoe Pallets & Skids Inc. 39 Riverside Dr Reading, PA 19605-9275	-					1,150.00
Account No.		trade debt				
Hartford Fire Insurance Co One Hartford Plaza Hartford, CT 06155	-					144,324.00
Account No.		trade debt				
Heartland Settlement Company 55 Commerce Dr Reading, PA 19610	-					200.00
Account No.		trade debt				
Heritage Equipment Company 9000 Heritage Dr Plain City, OH 43064	-					296.75
Account No.		trade debt				
Highlife Properties LLC 8754 Cotter St Lewis Center, OH 43035	-					29,050.35
Sheet no. <u>8</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			175,021.10

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Highmark Blue Shield POB 382049 Pittsburgh, PA 15251-0849	-	trade debt remaining installments at time of filing - \$21,760.85				0.00
Account No.						
Hill Wallack LLP 202 Carnegie Center CN5226 Princeton, NJ 08543-5226	-	trade debt				24,295.86
Account No.						
Holtzman-Bechtel Co., Inc. #20 Empire Dr Belleville, IL 62220	-	trade debt				3,388.91
Account No.						
Jeffrey N. James 616 Stonehill Road Shoemakersville, PA 19555	-	shareholder loan				36,999.39
Account No.						
Kelly Services POB 820405 Philadelphia, PA 19182-0405	-	trade debt				359.79
Sheet no. <u>9</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)
						65,043.95

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		trade debt				
Kline Process Systems, Inc. 625 Spring St Ste 200 Reading, PA 19610	-					3,932,000.00
Account No.		trade debt				
Lancaster DHIA 1592 Old Line Rd Manheim, PA 17545	-					407.94
Account No.		trade debt				
Lift Inc. 3745 Hempland Rd Mountville, PA 17554	-					2,625.56
Account No.		trade debt				
Megan Horst 1105 Reagan St Mt Joy, PA 17552	-					122.95
Account No. 9686		trade debt				
Met-Ed POB 3687 Akron, OH 44309-3687	-					42,641.02
Sheet no. <u>10</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>3,977,797.47</u>

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		trade debt				
Nelson Jameson POB 1147 Marshfield, WI 54449-7117	-					2,463.38
Account No.		trade debt				
Nu-Con Equipment 1600 Lake Dr W Chanhassen, MN 55317	-					208.57
Account No.		trade debt				
PA Milk Marketing Board 2301 N Cameron St Harrisburg, PA 17110-9408	-					174.46
Account No.		trade debt				
Phila OccHealth/DBA WORKNET Occ Med POB 827842 Philadelphia, PA 19182-7842	-					333.00
Account No.		trade debt				
Philadelphia Ball POB 37015 Philadelphia, PA 19122-0715	-					174.12
Sheet no. <u>11</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>3,353.53</u>

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CO N T I N G E N T	U N L I Q U I D A T E D	DIS P U T E D	AMOUNT OF CLAIM
Account No.		trade debt				
Phoenix Packaging Inc. 1160 E Main St Mt Joy, PA 17552	-					944.00
Account No.		trade debt				
Pitney Bowes POB 856042 Louisville, KY 40285-6042	-					157.94
Account No.		trade debt				
PMCA 2980 Linden St Ste E3 Bethlehem, PA 18107	-					300.00
Account No.		trade debt				
Powtek Corporation 3060 Bristol Rd Ste 236 Bensalem, PA 19020	-					298.00
Account No.		trade debt				
Precision Solutions Inc. 2525 Tollgate Rd Quakertown, PA 18951	-					744.49
Sheet no. <u>12</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			2,444.43

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
			T	I	D	
Account No.		trade debt				
Process Technologies Inc. 619-R Franklin St W Reading, PA 19611	-					173.20
Account No.		trade debt				
Reading Eagle Company POB 582 Reading, PA 19603-0582	-					124.80
Account No.		trade debt				
Reading Electric 80 Witman Rd Reading, PA 19605	-					239.90
Account No.		trade debt				
Reading Sanitary Wiper Co 35 Queen St Sinking Spring, PA 19608-1137	-					65.00
Account No.		trade debt				
Reinsel Kuntz Lesher 1330 Broadcasting Rd POB 7008 Wyomissing, PA 19610-6008	-					15,472.20
Sheet no. <u>13</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			16,075.10

In re Dietrich's Specialty Processing LLCCase No. 10-21399

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		trade debt				
Richard L. Schwager 5 Woodmere Rd N Brunswick, NJ 08902	-					3,727.49
Account No.		shareholder loan				
Richard L. Schwager c/o DYAD Inc. 11 Clyde Rd Ste 201 Somerset, NJ 08873	-					52,500.00
Account No.		trade debt				
Richard M. Kline & Son Inc. 625 Spring St Ste 200 Reading, PA 19610	-					83,373.87
Account No.		shareholder loan				
Robert H. Kline c/o Kline Process Systems, Inc. 625 Spring Street, Suite 200 Reading, PA 19610	-					33,615.98
Account No.		trade debt				
Rosemount Analytical 2400 Barranca Pkwy Irvine, CA 92606-5018	-					1,672.75
Sheet no. <u>14</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				<u>174,890.09</u>

In re Dietrich's Specialty Processing LLCCase No. 10-21399

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
			T	I	D	
Account No.		trade debt				
Sartorius Omnimark Instrument Corp 24918 Network Pl Chicago, IL 60673-1249	-					83.07
Account No.		trade debt				
SFC Adams Inc. POB 95359 Buffalo, NY 14240-0963	-					416.30
Account No.		trade debt				
Sierra Packaging 60 Rte 36 E Ste C W Long Branch, NJ 07764	-					1,132.50
Account No.		trade debt				
Spectrum Chemical Mfg. Corp. 14422 S San Pedro St Gardena, CA 90248	-					4,254.48
Account No.		trade debt				
Spraying Systems Co POB 7900 Wheaton, IL 60189-7900	-					1,445.92
Sheet no. <u>15</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>7,332.27</u>

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		trade debt				
Stackhouse Bensinger Inc. 330 Revere Blvd Sinking Spring, PA 19608	-					3,886.89
Account No.		trade debt				
Summit Hill Flavors 256 Lackland Dr E Flemington, NJ 08846	-					1,183.75
Account No.		trade debt				
T C Daubert LLC POB 364 Yeagertown, PA 17099	-					637.31
Account No.		trade debt				
The Water Guy 2 E Pointe Dr Birdsboro, PA 19508-8140	-					321.52
Account No.		shareholder loan				
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605	-					267,689.51
Sheet no. <u>16</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				273,718.98

In re Dietrich's Specialty Processing LLCCase No. 10-21399

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605	-	2010 pre-petition compensation				11,050.62
Account No.		trade debt				
Trane Service Group POB 406469 Atlanta, GA 30384-6469	-					6,926.31
Account No.		trade debt				
UGI Energy Services Inc. One Meridian Blvd Ste 2C01 Wyomissing, PA 19610	-					130,485.82
Account No.		trade debt				
UGI Utilities POB 13009 Reading, PA 19612-3009	-					109,679.91
Account No.		trade debt				
Union of Orthodox Jewish Congregations 11 Broadway New York, NY 10004	-					2,661.68
Sheet no. <u>17</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>260,804.34</u>

In re Dietrich's Specialty Processing LLCCase No. 10-21399

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		trade debt				
UPS POB 7247-0244 Philadelphia, PA 19170-0001	-					46.64
Account No.		trade debt				
US Department of Agriculture POB 790257 St Louis, MO 63179-0257	-					1,448.58
Account No.		trade debt				
USDA Food Safety and Inspection Service POB 979001 St Louis, MO 63197-9000	-					0.00
Account No.		remaining installments \$30,834				
Vist Insurance Reading 1240 Broadcasting Rd Wyomissing, PA 19610-3203	-					Unknown
Account No.		trade debt				
Windstream 1720 Galleria Blvd Charlotte, NC 28270	-					545.09
Sheet no. <u>18</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				2,040.31

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
			T	I	D	
Account No.		trade debt				
Xpedx Philadelphia POB 644520 Pittsburgh, PA 15264-4520	-					2,926.22
Account No.		trade debt				
Yeager Supply, Inc. 1440 N 6th St POB 1177 Reading, PA 19603	-					2,140.64
Account No.						
Account No.						
Account No.						
Sheet no. <u>19</u> of <u>19</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				5,066.86
		Total (Report on Summary of Schedules)				5,829,462.77

In re **Dietrich's Specialty Processing LLC**,
Debtor

Case No. **10-21399**

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

**Fraser Advanced Info Systems
320 Penn Ave
Reading, PA 19611**

lease for copier

**Mid Penn Bank Leasing Services
51 South Front Street
Harrisburg, PA 17113**

lease for phone system

**National Equipment Solutions EP
712 Yarmouth Dr
West Chester, PA 19380**

lease for trash compactor

In re **Dietrich's Specialty Processing LLC**Case No. **10-21399**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Marybeth Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Marybeth Dietrich 1504 Cross Keys Road Reading, PA 19605	South Eastern Economic Development Co of PA 737 Constitution Dr Exton, PA 19341
Marybeth Dietrich 1504 Cross Keys Road Reading, PA 19605	South Eastern Economic Development Co of PA 737 Constitution Dr Exton, PA 19341
Marybeth Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Marybeth Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Marybeth Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Marybeth Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	South Eastern Economic Development Co of PA 737 Constitution Dr Exton, PA 19341
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	South Eastern Economic Development Co of PA 737 Constitution Dr Exton, PA 19341

In re **Dietrich's Specialty Processing LLC**,
Debtor

Case No. **10-21399**

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	VIST Bank POB 741 Leesport, PA 19533
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	Mid Penn Bank Leasing Services 2101 Market St Camp Hill, PA 17011

United States Bankruptcy Court
Eastern District of Pennsylvania

In re Dietrich's Specialty Processing LLC

Debtor(s)

Case No. 10-21399Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 39 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date June 7, 2010Signature /s/ Thomas W. Dietrich

**Thomas W. Dietrich
President**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Eastern District of Pennsylvania

In re Dietrich's Specialty Processing LLC

Debtor(s)

Case No.
Chapter

10-21399
11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

- None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$4,795,476.00	2008 gross receipts or sales
\$3,115,885.00	2009 gross receipts or sales
\$485,533.00	ytd 2010 gross receipts or sales through February

2. Income other than from employment or operation of business

- None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

- a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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- b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
see attachment		\$0.00	\$0.00

- c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	5/19/09	\$1,250.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	6/5/09	\$9,000.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	7/6/09	\$9,000.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	8/5/09	\$7,000.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	9/18/09	\$7,000.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	10/16/09 (for water bill)	\$2,091.70	\$267,689.51

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	10/19/09	\$7,000.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	10/30/09	\$7,400.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	11/24/09	\$7,000.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	11/30/09	\$1,000.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	12/3/09	\$6,750.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	12/4/09 (for water bill)	\$323.78	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	3/4/10	\$6,780.16	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	3/5/10 (for water bill)	\$2,107.76	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	3/10/10	\$7,000.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	3/12/10 (for Met Ed bill)	\$481.00	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	11/12/09 (for Met Ed bill)	\$433.02	\$267,689.51
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605 President	3/30/10	\$1,250.00	\$267,689.51

4. Suits and administrative proceedings, executions, garnishments and attachments

- None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
North Lawrence Dairy Inc. v. Dietrich's Specialty Processing LLC No. 09-7198	Civil Action	Berks County Court of Common Pleas Reading PA	judgment for Plaintiff in the amount of \$45,338.52 plus costs of suit
DMS Transitions Inc. v. Dietrich's Specialty Processing LLC	Civil Action	Berks County Court of Common Pleas Reading PA	stayed
St. Albans Cooperative Creamery Inc. v. Dietrich's Specialty Processing LLC No. 09-5056	Civil Action	Berks County Court of Common Pleas Reading PA	sheriff sale stayed
Annaliese Dietrich, Individually and as Executrix of the Estate of William F. Dietrich, Individually and as a Shareholder of Dietrich's Milk Products, Inc. v. Thomas W. Dietrich, Dietrich's Specialty Processing LLC, Kline Process Systems Inc. and Dietrich's Milk Products Inc. No. 08-4639	Civil Action	Berks County Court of Common Pleas Reading PA	order dated 10/19/2009 entering judgment in favor of Plaintiff and against Defendant Thomas W. Dietrich in the amount of \$200,000.00

- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Case, DiGiambardino & Lutz, P.C 845 North Park Road Suite 101 Wyomissing, PA 19610	3/12/2010 - \$6,000 5/11/2010 - \$12,000	\$18,000 (includes filing fee)

10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Natural Dairy Products Corporation PO Box 464 West Grove, PA 19390	see attachment	61 Vanguard Drive, Reading, PA 19606

15. Prior address of debtor

- None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

- None a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

- None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Reinsel Kuntz Lesher LLP
POB 7008
Wyomissing, PA 19610

DATES SERVICES RENDERED

Dyad, Inc.
Suite 201
11 Clyde Road
Somerset, NJ 08873

- None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME
Dyad, Inc.

ADDRESS
Suite 201
11 Clyde Road
Somerset, NJ 08873

DATES SERVICES RENDERED

- None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME
Dyad, Inc.

ADDRESS
Suite 201
11 Clyde Road
Somerset, NJ 08873

- None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS
VIST Bank
POB 741
Leesport, PA 19533

DATE ISSUED

South Eastern Economic Development Co
737 Constitution Dr
Exton, PA 19341

Ben Franklin Technology Partners
125 Goodman Dr
Bethlehem, PA 18015-3715

PA Milk Marketing Board
2301 North Cameron Street
Harrisburg, PA 17110

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Clofine Dairy & Food Products Inc. c/o H. Lawrence Clofine 1407 New Road Linwood, NJ 08221	Member	regular membership interest 5.53%
K&H Ventures c/o Kenneth A. Longacre 1259 Rt 113 Ste 201 Perkasie, PA 18944	Member	preferred membership interest 12.72%
K&H Ventures c/o Kenneth A. Longacre 1259 Rt 113 Ste 201 Perkasie, PA 18944	Member	regular membership interest 8.45%
Robert Kline c/o Kline Process Systems Inc. 625 Spring St Ste 200 Reading, PA 19610	Member	regular membership interest 7.48%
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605	President	regular membership interest 38.12%

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Thomas Dietrich 1504 Cross Keys Road Reading, PA 19605 President	weekly pay	\$3,683.54 per week plus 401(k) matching contribution
Megan Horst 1105 Reagan Street Mount Joy, PA 17552 Administrative Manager/Member	weekly pay	\$1,450 per week plus 401(k) matching contribution
Jeffrey N. James 616 Stonehill Road Shoemakersville, PA 19555 Operations Manager/Member	weekly pay	\$2,116.00 per week plus 401(k) matching contribution
Janet M. Thumm 867 Hill Road Robesonia, PA 19551 Quality Assurance Manager/Member	weekly pay	\$1,550 per week plus 401(k) matching contribution

24. Tax Consolidation Group.

- None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date June 7, 2010

Signature /s/ Thomas W. Dietrich
Thomas W. Dietrich
President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Payments to Creditors - ATTACHMENT TO STATEMENT OF FINANCIAL AFFAIRS, NO. 3

Date Range: 2/10/10 - 5/10/10

Creditor	Date	Amount	Check #	Returned
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Brenntag

2/16/10	\$ 2,500.00	5026	
2/24/10	\$ 2,955.00	5089	
3/9/10	\$ 2,000.00	5123	
3/16/10	\$ 1,693.00	5168	
4/1/10	\$ 1,273.65	5237	
4/28/10	\$ 944.00	5365	
5/6/10	\$ 944.00	5366	x

Total \$ 11,365.65

Case, DiGiambertino, Lutz

3/10/10	\$ 6,000.00	5129	
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Cintas

2/26/10	\$ 3,000.00	5091	
3/10/10	\$ 989.56	5127	
4/1/10	\$ 3,113.64	5233	
4/29/10	\$ 3,469.51	5390	

Total \$ 10,572.71

DelVal Equipment

3/3/10	\$ 1,500.00	5096	
3/30/10	\$ 2,000.00	5235	
4/8/10	\$ 15,428.48	wire	
4/29/10	\$ 5,142.83	5368	x

Total \$ 18,928.48

Highmark

2/12/10	\$ 14,466.15	5015	
3/10/10	\$ 21,760.85	5126	

Total \$ 36,227.00

Landis Warehouse

2/12/10	\$ 500.00	5014	
3/5/10	\$ 1,475.17	5120	
3/12/10	\$ 1,307.32	5157	
3/26/10	\$ 1,255.00	5221	
3/29/10	\$ 3,500.00	5223	
4/8/10	\$ 500.00	5263	

Total \$ 8,537.49

Creditor	Date	Amount	Check #	Returned
Met-Ed	3/12/10	\$ 25,000.00	5153	
	3/12/10	\$ 481.00	5154	
	3/24/10	\$ 25,000.00	5198	
	4/13/10	\$ 15,000.00	5304	
	4/19/10	\$ 10,000.00	5330	x
	Total	\$ 65,481.00		
PA American Water	3/5/10	\$ 10,739.70	5121	
	3/5/10	\$ 2,107.76	5122	
	4/6/10	\$ 8,560.09	5261	
	4/29/10	\$ 9,259.99	5369	x
	Total	\$ 21,407.55		
St. Alban's Cooperative	3/15/10	\$ 8,000.00	wire	
Thomas Dietrich	3/10/10	\$ 7,000.00	5128	
	3/30/10	\$ 1,250.00	5236	
	Total	\$ 8,250.00		
UGI Energy	2/17/10	\$ 20,000.00	wire	
	3/16/10	\$ 13,354.89	wire	
	Total	\$ 33,354.89		
UGI Utilities	2/19/10	\$ 16,616.32	5052	
	3/17/10	\$ 6,172.72	5173	
	3/17/10	\$ 9,402.90	5174	
	4/9/10	\$ 5,681.69	5301	
	4/30/10	\$ 18,805.79	5395	x
	Total	\$ 37,373.63		
Vist Financial	3/1/10	\$ 83.33	ACH	
	3/1/10	\$ 9,969.46	ACH	
	3/1/10	\$ 2,475.74	ACH	
	3/4/10	\$ 6,280.16	ACH	
	3/4/10	\$ 6,418.90	ACH	
	3/4/10	\$ 3,764.80	ACH	
	3/4/10	\$ 3,525.34	ACH	
	3/25/10	\$ 13,306.31	ACH	
	3/26/10	\$ 6,418.89	ACH	
	3/26/10	\$ 3,764.79	ACH	
	3/26/10	\$ 3,525.38	ACH	

Creditor	Date	Amount	Check #	Returned
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Vist Financial Con't **Total \$ 59,533.10**

Vist Insurance	2/11/10	\$ 17,829.00	4991	
	4/13/10	\$ 7,671.00	5305	
	4/14/10	\$ 7,449.00	5306	

Total \$ 32,949.00

Grand Total (includes Payroll sheet) **[REDACTED]**

DIETRICH'S SPECIALTY PROCESSING, LLC

625 Spring Street, Suite 200
Reading, Pennsylvania 19610 U.S.A.
Telephone (610)371-0200
Fax (610)371-0300

Invoice # 10001

Natural Dairy Products Corporation
P.O. Box 464
West Grove, PA 19390

August 7, 2006

Re: Organic Milk Processing Equipment to be installed at Dietrich's Specialty
Processing, LLC for the benefit of Natural Dairy Products Corporation

One, reconditioned Tetra Pak Inc., 15,000 pounds per hour Centri H 410 milk separator,
\$113,900.00

One, reconditioned Sani Fab Model B-T-R 10-50, 50 Gallon PMO legal balance tank,
\$3,800.00

One, reconditioned Crepaco 3 X 1,000 Gallon dome top refrigerated mix and blend tank,
with mix type agitation, for cream storage and culturing of skim milk,
\$23,300.00

One, reconditioned Feldmeier 75 Gallon, pressure vessel processor with heavy duty
sweep agitation for culturing of sour cream,
\$16,300.00

One, new PRO2-SH size 5 plate heat exchanger for 15,000 pound per hour skim milk
preheating prior to separation,
\$17,900.00

One, new 2,000 pound per hour PMO cream pasteurizing system, to include a new
PRO2-SH size 4 plate heat exchanger, process pumps and piping, flow control and
diversion valves, holding tube, level and temperature sensors and complete control
system,

\$101,700.00

One, reconditioned Westfalia Model BUC-1500 butter churn, complete with process
pumps, brine system, working section, butter surge hopper, butter pump, 25kg bulk
packaging and scale,

\$95,700.00

One, new PRO2-SH size 4 plate heat exchanger for cream preheating and buttermilk cooling,

\$13,000.00

One, reconditioned Oakes model 10MBH15 continuous automatic mixer for whipping butter,

\$10,800.00

One, PR -1, 30 cup per minute, 8oz, piston cup filler, sealer, lifter and related check weighing and conveying equipment,

\$33,600.00

Total Cost of the Components:

\$430,000.00

Terms: Payable upon Receipt

DIETRICH'S SPECIALTY PROCESSING, LLC



www.dietrichspecialty.com

Lincoln Corporate Center
61 Vanguard Drive
Reading, PA 19606-3765
T > 610.582.2170
F > 610.582.2214

Invoice # 175

Natural Dairy Products Corporation
P.O. Box 464
West Grove, PA 19390

November 30, 2007

Re: Organic Butter and Sour Cream Processing and Retail Packaging Equipment installed
at Dietrich's Specialty Processing, LLC for the benefit of Natural Dairy Products
Corporation

From Invoice 10001, August 7, 2006, delete the following items:

One, reconditioned Oakes model 10MBH15 continuous automatic mixer for whipping butter,

(\$10,800.00)

One, PR -1, 30 cup per minute, 8oz, piston cup filler, sealer, lidder and related check weighing and conveying equipment,

(\$33,600.00)

Items purchased from O-At-Ka Milk Producers and installed in lieu of the above items:

One, used Goodway Model CM 35 continuous mixer,
One, used Sawvel Model 80, two line piston cup filler and lidder,
One, used PDC Model FC 400 tamper evident bander,
One, used PDC Model KRC shrink tunnel, and
One, used Sta-Flow RS 65 butter pump

\$89,000.00

DIETRICH'S SPECIALTY PROCESSING, LLC

Additional items supplied and modifications made for desired package type and size:

One, new Custom Metal Design 3" SS table top conveyor system,
One, new custom KPS cup denester,
One, used Excel Series 100 Videojet date coder, and
Parts and Labor to convert Sawvel filler and PDC tamper evident bander

\$70,000.00

Net Additional Component Costs:

\$114,600.00

Terms: Payable upon Receipt

**United States Bankruptcy Court
Eastern District of Pennsylvania**

In re **Dietrich's Specialty Processing LLC**

Debtor(s)

Case No. **10-21399**
Chapter **11**

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$ 18,000.00
Prior to the filing of this statement I have received	\$ 18,000.00
Balance Due	\$ 0.00

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

All services required to be performed in this case will be performed by counsel at counsel's regular hourly rates plus any direct expenses incurred. Counsel may file one or more fee applications with the bankruptcy court at appropriate intervals and the debtor shall be responsible for the payment of such fees and expenses as are approved by the court in accordance with the debtor's plan or as otherwise agreed.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: June 3, 2010

/s/ Dexter K. Case

Dexter K. Case 52815
Case, DiGiambardino & Lutz, P.C.
845 North Park Road
Suite 101
Wyomissing, PA 19610
610-372-9900 Fax: 610-372-5469

United States Bankruptcy Court
Eastern District of Pennsylvania

In re **Dietrich's Specialty Processing LLC**

Case No. **10-21399**

Debtor

Chapter **11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Clofine Dairy & Food Products Inc. c/o H. Lawrence Clofine 1407 New Road POB 335 Linwood, NJ 08221	regular membership interest		5.53%
Edward R. MacArthur 3 Haines Dr West Grove, PA 19390	regular membership interest		1.8%
Janet M. Thumm 867 Hill Road Robesonia, PA 19551	regular membership interest		1.5%
Jay Highman c/o Nature's One Inc. 8754 Cotter St Lewis Center, OH 43035	regular membership interest		1.8%
Jeffrey N. James 616 Stonehill Road Shoemakersville, PA 19555	regular membership interest		2.99%
K&H Ventures c/o Kenneth A. Longacre 1259 Rt 113 Ste 201 Perkasie, PA 18944	preferred membership interest		12.72%
K&H Ventures c/o Kenneth A. Longacre 1259 Route 113 Suite 201 Perkasie, PA 18944	regular membership interest		8.45%
Maple Island Inc. c/o Greg Johnson 2497 S 7th Ave E Ste 105 N St Paul, MN 55109-2907	regular membership interest		1.42%
Mark J. Melillo 32 Horseshoe Dr Hillsborough, NJ 08844	regular membership interest		1.8%

1 continuation sheets attached to List of Equity Security Holders

In re **Dietrich's Specialty Processing LLC**

Case No. **10-21399**

Debtor

LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Megan E. Dietrich 1105 Reagan St Mount Joy, PA 17552	regular membership interest		1.5%
Richard D. Malmed 1001 Westview St Philadelphia, PA 19119	regular membership interest		2.24%
Richard D. Malmed 1001 Westview Street Philadelphia, PA 19119	preferred membership interest		3.29%
Richard L. Schwager c/o DYAD Inc. 11 Clyde Rd Ste 201 Somerset, NJ 08873	regular membership interest		4.94%
Robert H. Kline c/o Kline Process Systems Inc. 625 Spring St Ste 200 Reading, PA 19610	regular membership interest		7.48%
Robert W. Muir Jr. c/o Diamond Group 7 Elm St Flr 2 Westfield, NJ 07090	regular membership interest		1.8%
Rosetta G. Kutcher Trust c/o Harry E. Kutcher, Trustee 6878 Royal Orchid Circle Delray Beach, FL 33446	regular membership interest		1.87%
Rosetta G. Kutcher Trust c/o Harry E. Kutcher, Trustee 6878 Royal Orchid Circle Delray Beach, FL 33446	preferred membership interest		0.75%
Thomas W. Dietrich 1504 Cross Keys Road Reading, PA 19605	regular membership interest		38.12%

In re Dietrich's Specialty Processing LLC,
Debtor
Case No. 10-21399

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 7, 2010

Signature /s/ Thomas W. Dietrich
Thomas W. Dietrich
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of Pennsylvania**

In re Dietrich's Specialty Processing LLC
Debtor(s)

Case No. 10-21399
Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: June 7, 2010

/s/ Thomas W. Dietrich
Thomas W. Dietrich/President
Signer>Title

**United States Bankruptcy Court
Eastern District of Pennsylvania**

In re Dietrich's Specialty Processing LLC

Debtor(s)

Case No. 10-21399
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Dietrich's Specialty Processing LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

- None [*Check if applicable*]

June 7, 2010

Date

/s/ Dexter K. Case

Dexter K. Case 52815

Signature of Attorney or Litigant

Counsel for Dietrich's Specialty Processing LLC

Case, DiGiambardino & Lutz, P.C

845 North Park Road

Suite 101

Wyomissing, PA 19610

610-372-9900 Fax:610-372-5469